

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
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DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
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**ORDER GRANTING FINAL ALLOWANCES AND PAYMENT OF COMPENSATION  
FOR PROFESSIONAL SERVICES AND REIMBURSEMENT OF ACTUAL AND  
NECESSARY EXPENSES OF ERNST & YOUNG LLP, AS SARBANES-OXLEY,  
VALUATION, AND TAX SERVICES PROVIDERS FOR THE DEBTORS**

Upon consideration of the First and Final Application of Ernst & Young LLP, as Sarbanes-Oxley, Valuation, and Tax Services Providers for the Debtors, for Allowance and Payment of Compensation for Professional Services and Reimbursement of Actual and Necessary Expenses, filed on March 30, 2006 (the “Final Fee Application”) for an order, pursuant to sections 330(a) and 331 of title 11 of the United States Code (the “Bankruptcy Code”) and Rule 2016 of the Federal Rules of Bankruptcy Procedure, approving final allowance and payment of compensation for professional services performed and reimbursement for actual and necessary expenses for the period from October 8, 2005 through and including January 31, 2006 (the “Compensation Period”), filed by counsel for Ernst & Young LLP (“E&Y”) retained in the chapter 11 cases of Delphi Corporation and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the “Debtors”) pursuant to this Court’s order approving the employment and retention of E&Y on a final basis, *nunc pro tunc* to October 8, 2005, entered on January 5, 2006 (the “Retention Order”); and the Court having jurisdiction to consider the Final Fee Application and the relief requested therein pursuant

to 28 U.S.C. §§ 157 and 1334; and it appearing that due and proper notice of the Final Fee Application and the hearing to be held in connection therewith has been provided in accordance with this Court's Order under 11 U.S.C. § 331 Establishing Procedures for Interim Compensation and Reimbursement of Professionals, entered November 4, 2005 (the "Interim Compensation Order"), and no other or further notice need be provided; and the Court having determined that the relief requested in the Final Fee Application is in the best interests of the Debtors, their estates and their creditors; and a hearing having been held before this Court to consider the Final Fee Application on June 15, 2006, at 10:00 a.m.; and after due deliberation and sufficient cause appearing therefor, it is hereby

ORDERED, that pursuant to section 330 of the Bankruptcy Code, the Final Fee Application is granted and the amounts of **\$3,140,215** for professional services rendered pursuant to the Retention Order during the Compensation Period and **\$152,464** for reimbursement of actual, necessary expenses incurred in connection with the rendition of such services, for a total final award of **\$3,292,679**, are approved and allowed on a final basis; and it is further

ORDERED, that the Debtors are authorized and directed, upon entry of this Order, to pay Applicant the fees and expenses (including any amounts held back with respect to monthly statements issued in accordance with the Interim Compensation Order) to the extent not previously paid, in the total amount of **\$628,044**.

Dated: New York, New York

\_\_\_\_\_, 2006

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UNITED STATES BANKRUPTCY JUDGE

**Case No: 05-44481 (RDD), Jointly Administered**  
**Case Name: In re Delphi Corporation, *et al.***

**CURRENT FEE PERIOD: OCTOBER 8, 2005 TO JANUARY 31, 2006**

<b>APPLICANT</b>	<b>DATE/DOCUMENT NO. OF APPLICATION</b>	<b>FEES REQUESTED</b>	<b>FEES AWARDED</b>	<b>EXPENSES REQUESTED</b>	<b>EXPENSES AWARDED</b>
Ernst & Young LLP  <i>Former Sarbanes-Oxley, Valuation and Tax Services Providers to the Debtors</i>	3/30/05 Doc. No. ____	\$3,140,215	\$3,140,215	\$152,464	\$152,464

SCHEDULE A(1)

DATE: \_\_\_\_\_

INITIALS: \_\_\_\_\_ USBJ

**Case No: 05-44481 (RDD), Jointly Administered**  
**Case Name: In re Delphi Corporation, *et al.***

<b>APPLICANT</b>	<b>TOTAL FEES REQUESTED<sup>1</sup></b>	<b>TOTAL FEES AWARDED<sup>2</sup></b>	<b>TOTAL EXPENSES REQUESTED</b>	<b>TOTAL EXPENSES AWARDED</b>
Ernst & Young LLP  <i>Former Sarbanes-Oxley, Valuation and Tax Services Providers to the Debtors</i>	\$3,140,215	\$3,140,215	\$152,464	\$152,464

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<sup>1</sup> Includes fees previously requested but not awarded (held back fees).

<sup>2</sup> Fees held back are treated as not having been awarded.

SCHEDULE A(2)

DATE: \_\_\_\_\_

INITIALS: \_\_\_\_\_ USBJ